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Proposed Counsel to the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	) Chapter 11
21st CENTURY ONCOLOGY HOLDINGS, INC.,	)	) Case No. 17-22770 (RDD)
Debtor.))
Tax I.D. No. 26-1747745))
))
In re:	)	) Chapter 11
21st CENTURY ONCOLOGY, INC.,	)	) Case No. 17-[____] (____)
Debtor.))
Tax I.D. No. 65-0768951))
))

In re:	)	) Chapter 11
))
21C EAST FLORIDA, LLC,	)	) Case No. 17-[_____] (____)
))
Debtor.))
))
Tax I.D. No. 46-4710905))
))
))
In re:	)	) Chapter 11
))
21st CENTURY OF FLORIDA ACQUISITION,	)	) Case No. 17-[_____] (____)
LLC,))
))
Debtor.))
))
Tax I.D. No. 46-4697449))
))
))
In re:	)	) Chapter 11
))
21st CENTURY ONCOLOGY)) Case No. 17-[_____] (____)
MANAGEMENT SERVICES, INC.,))
))
Debtor.))
))
Tax I.D. No. 20-8087211))
))
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In re:) Chapter 11
21st CENTURY ONCOLOGY OF ALABAMA, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 55-0853649)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[____] (____)
OF HARFORD COUNTY, MARYLAND, LLC,)
Debtor.)
Tax I.D. No. 20-4916540)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[____] (____)
OF JACKSONVILLE, LLC,)
Debtor.)
Tax I.D. No. 20-8754308)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[____] (____)
OF KENTUCKY, LLC,)
Debtor.)
Tax I.D. No. 56-2383667)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[_____] (_____
OF NEW JERSEY, INC.,)
Debtor.)
Tax I.D. No. 20-1049875)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[_____] (_____
OF PENNSYLVANIA, INC.,)
Debtor.)
Tax I.D. No. 20-5400463)

In re:) Chapter 11
21st CENTURY ONCOLOGY OF PRINCE) Case No. 17-[_____] (_____
GEORGES COUNTY, MARYLAND, LLC,)
Debtor.)
Tax I.D. No. 20-8142750)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[_____] (_____
OF SOUTH CAROLINA, LLC,)
Debtor.)
Tax I.D. No. 20-8971654)

In re:) Chapter 11
21st CENTURY ONCOLOGY SERVICES, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 45-3456866)

In re:) Chapter 11
21st CENTURY ONCOLOGY, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 59-2485899)

In re:) Chapter 11
AHLC, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 45-4859353)

In re:) Chapter 11
AMERICAN CONSOLIDATED) Case No. 17-[_____] (_____
TECHNOLOGIES, LLC,)
Debtor.)
Tax I.D. No. 38-2924024)

In re:) Chapter 11
ARIZONA RADIATION THERAPY) Case No. 17-[____] (____)
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 20-2743876)

In re:) Chapter 11
ASHEVILLE CC, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 45-4859175)

In re:) Chapter 11
ASSOCIATES IN RADIATION ONCOLOGY) Case No. 17-[____] (____)
SERVICES, LLC,)
Debtor.)
Tax I.D. No. 20-2040866)

In re:) Chapter 11
ATLANTIC UROLOGY CLINICS, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 51-0570029)

)

In re:) Chapter 11
AURORA TECHNOLOGY DEVELOPMENT, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 27-4405383)

In re:) Chapter 11
BERLIN RADIATION THERAPY) Case No. 17-[____] (____)
TREATMENT CENTER, LLC,)
Debtor.)
Tax I.D. No. 20-1993712)

In re:) Chapter 11
BOYNTON BEACH RADIATION) Case No. 17-[____] (____)
ONCOLOGY, LLC,)
Debtor.)
Tax I.D. No. 20-1993712)

In re:) Chapter 11
CALIFORNIA RADIATION THERAPY) Case No. 17-[____] (____)
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 56-2377222)

In re:) Chapter 11
CAREPOINT HEALTH SOLUTIONS, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 46-4187130)

In re:) Chapter 11
CAROLINA RADIATION AND CANCER) Case No. 17-[_____] (_____
TREATMENT CENTER, LLC,)
Debtor.)
Tax I.D. No. 56-1805493)

In re:) Chapter 11
CAROLINA REGIONAL CANCER CENTER, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 57-0956164)

In re:) Chapter 11
DERM-RAD INVESTMENT COMPANY, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 26-3494111)

In re:	)	Chapter 11
DEVOTO CONSTRUCTION OF SOUTHWEST FLORIDA, INC.,	)	Case No. 17-[_____] (____)
Debtor.)	
Tax I.D. No. 20-1343949)	
)	
In re:	)	Chapter 11
FINANCIAL SERVICES OF SOUTHWEST FLORIDA, LLC,	)	Case No. 17-[_____] (____)
Debtor.)	
Tax I.D. No. 65-0633717)	
)	
In re:	)	Chapter 11
FOUNTAIN VALLEY & ANAHEIM RADIATION ONCOLOGY CENTERS, INC.,	)	Case No. 17-[_____] (____)
Debtor.)	
Tax I.D. No. 33-0303999)	
)	
In re:	)	Chapter 11
GETTYSBURG RADIATION, LLC,	)	Case No. 17-[_____] (____)
Debtor.)	
Tax I.D. No. 20-2648771)	
)	

In re:) Chapter 11
GOLDSBORO RADIATION) Case No. 17-[_____] (_____
THERAPY SERVICES, LLC,)
Debtor.)
Tax I.D. No. 56-1902589)

In re:) Chapter 11
JACKSONVILLE RADIATION) Case No. 17-[_____] (_____
THERAPY SERVICES, LLC,)
Debtor.)
Tax I.D. No. 26-2326266)

In re:) Chapter 11
MARYLAND RADIATION THERAPY) Case No. 17-[_____] (_____
MANAGEMENT SERVICES, LLC,)
Debtor.)
Tax I.D. No. 52-2110079)

In re:) Chapter 11
MD INTERNATIONAL INVESTMENTS, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 46-1823303)

In re:) Chapter 11
MEDICAL DEVELOPERS, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 20-5891261)

In re:) Chapter 11
MICHIGAN RADIATION THERAPY) Case No. 17-[____] (____)
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 20-5623965)

In re:) Chapter 11
NEVADA RADIATION THERAPY) Case No. 17-[____] (____)
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 86-0874204)

In re:) Chapter 11
NEW ENGLAND RADIATION THERAPY) Case No. 17-[____] (____)
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 20-2726448)

In re:) Chapter 11
)
 NEW YORK RADIATION THERAPY) Case No. 17-[____] (____)
 MANAGEMENT SERVICES, LLC,)
)
 Debtor.)
)
 Tax I.D. No. 65-0768868)
)
)
 In re:) Chapter 11
)
 NORTH CAROLINA RADIATION THERAPY) Case No. 17-[____] (____)
 MANAGEMENT SERVICES, LLC,)
)
 Debtor.)
)
 Tax I.D. No. 56-2274741)
)
)
 In re:) Chapter 11
)
 ONCURE HOLDINGS, INC.,) Case No. 17-[____] (____)
)
 Debtor.)
)
 Tax I.D. No. 20-5211697)
)
)
 In re:) Chapter 11
)
 ONCURE MEDICAL CORP.,) Case No. 17-[____] (____)
)
 Debtor.)
)
 Tax I.D. No. 59-3191053)
)

In re:) Chapter 11
PALMS WEST RADIATION THERAPY LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 65-1084934)

In re:) Chapter 11
PHOENIX MANAGEMENT COMPANY, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 38-3488644)

In re:) Chapter 11
RADIATION THERAPY SCHOOL FOR) Case No. 17-[_____] (_____
RADIATION THERAPY TECHNOLOGY, INC.,)
Debtor.)
Tax I.D. No. 65-0377840)

In re:) Chapter 11
RADIATION THERAPY SERVICES) Case No. 17-[_____] (_____
INTERNATIONAL, INC.,)
Debtor.)
Tax I.D. No. 26-0257575)

)

In re:) Chapter 11
RVCC, LLC) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 46-4043578)

In re:) Chapter 11
SAMPSON ACCELERATOR, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 45-5272724)

In re:) Chapter 11
SAMPSON SIMULATOR, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 45-5272250)

In re:) Chapter 11
SFRO HOLDING, LLC) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 80-0916927)

In re:) Chapter 11
SOUTH FLORIDA MEDICINE, LLC) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 27-0186002)

In re:) Chapter 11
SOUTH FLORIDA RADIATION) Case No. 17-[_____] (_____
ONCOLOGY, LLC)
Debtor.)
Tax I.D. No. 20-1997256)

In re:) Chapter 11
TREASURE COAST MEDICINE, LLC) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 27-2570975)

In re:) Chapter 11
U.S. CANCER CARE, INC.,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 65-0793730)

In re:	)	) Chapter 11
))
USCC FLORIDA ACQUISITION LLC,	)	) Case No. 17-[_____] (____)
))
Debtor.))
))
Tax I.D. No. 94-3310485))
))
))
In re:	)	) Chapter 11
))
WEST VIRGINIA RADIATION	)	) Case No. 17-[_____] (____)
THERAPY SERVICES, INC.,))
))
Debtor.))
))
Tax I.D. No. 26-1810691))
))
))
In re:	)	) Chapter 11
))
21ST CENTURY ONCOLOGY OF	)	) Case No. 17-[_____] (____)
WASHINGTON, LLC))
))
Debtor.))
))
Tax I.D. No. 47-1013274))
))

DEBTORS' MOTION FOR ENTRY OF AN ORDER
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

The above-captioned debtors and debtors in possession (collectively, the "*Debtors*") respectfully state as follows in support of this motion:

Relief Requested¹

1. By this motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “*Order*”), (a) directing procedural consolidation and joint administration of these chapter 11 cases and (b) granting related relief. Specifically, the Debtors request that the United States Bankruptcy Court for the Southern District of New York maintain one file and one docket for all of the jointly-administered cases under the case of 21st Century Oncology Holdings, Inc., and that the cases be administered under a consolidated caption, as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
)	
21st CENTURY ONCOLOGY HOLDINGS, INC., <i>et al.</i> ²	)	Case No. 17-22770 (RDD)
)	
Debtors.	)	(Jointly Administered)
)	

2. The Debtors further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the United States Code (the “*Bankruptcy Code*”).

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtor’s cases other than the case of 21st Century Oncology Holdings, Inc.:

¹ A description of the Debtors’ businesses, the reasons for commencing these chapter 11 cases, the relief sought from the Court to allow for a smooth transition into chapter 11, and the facts and circumstances supporting this motion are set forth in the *Declaration of Paul Rundell (I) in Support of First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2* (the “*First Day Declaration*”), filed contemporaneously herewith.

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing joint administration of the chapter 11 cases of: 21st Century Oncology Holdings, Inc.; 21st Century Oncology, Inc.; 21C East Florida, LLC; 21st Century of Florida Acquisition, LLC; 21st Century Oncology Management Services, Inc.; 21st Century Oncology of Alabama, LLC; 21st Century Oncology of Harford County, Maryland, LLC; 21st Century Oncology of Jacksonville, LLC; 21st Century Oncology of Kentucky, LLC; 21st Century Oncology of New Jersey, Inc.; 21st Century Oncology of Pennsylvania, Inc.; 21st Century Oncology of Prince Georges County, Maryland, LLC; 21st Century Oncology of South Carolina, LLC; 21st Century Oncology Services, LLC; 21st Century Oncology, LLC; AHLC, LLC; American Consolidated Technologies, LLC; Arizona Radiation Therapy Management Services, Inc.; Asheville CC, LLC; Associates in Radiation Oncology Services, LLC; Atlantic Urology Clinics, LLC; Aurora Technology Development, LLC; Berlin Radiation Therapy Treatment Center, LLC; Boynton Beach

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- 2 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 21C East Florida, LLC (0905); 21st Century of Florida Acquisition, LLC (7449); 21st Century Oncology Holdings, Inc. (7745); 21st Century Oncology Management Services, Inc. (7211); 21st Century Oncology of Alabama, LLC (3649); 21st Century Oncology of Harford County, Maryland, LLC (6540); 21st Century Oncology of Jacksonville, LLC (4308); 21st Century Oncology of Kentucky, LLC (3667); 21st Century Oncology of New Jersey, Inc. (9875); 21st Century Oncology of Pennsylvania, Inc. (0463); 21st Century Oncology of Prince Georges County, Maryland, LLC (2750); 21st Century Oncology of South Carolina, LLC (1654); 21st Century Oncology of Washington, LLC (3274); 21st Century Oncology Services, LLC (6866); 21st Century Oncology, Inc. (8951); 21st Century Oncology, LLC (5899); AHLC, LLC (9353); American Consolidated Technologies, LLC (4024); Arizona Radiation Therapy Management Services, Inc. (3876); Asheville CC, LLC (9175); Associates in Radiation Oncology Services, LLC (0866); Atlantic Urology Clinics, LLC (0029); Aurora Technology Development, LLC (5383); Berlin Radiation Therapy Treatment Center, LLC (3712); Boynton Beach Radiation Oncology, LLC (0780); California Radiation Therapy Management Services, Inc. (7222); Carepoint Health Solutions, LLC (7130); Carolina Radiation and Cancer Treatment Center, LLC (5493); Carolina Regional Cancer Center, LLC (6164); Derm-Rad Investment Company, LLC (4111); Devoto Construction of Southwest Florida, Inc. (3949); Financial Services Of Southwest Florida, LLC (3717); Fountain Valley & Anaheim Radiation Oncology Centers, Inc. (3999); Gettysburg Radiation, LLC (8771); Goldsboro Radiation Therapy Services, LLC (2589); Jacksonville Radiation Therapy Services, LLC (6266); Maryland Radiation Therapy Management Services, LLC (0079); MD International Investments, LLC (3303); Medical Developers, LLC (1261); Michigan Radiation Therapy Management Services, Inc. (3965); Nevada Radiation Therapy Management Services, Incorporated (4204); New England Radiation Therapy Management Services, Inc. (6448); New York Radiation Therapy Management Services, LLC (8868); North Carolina Radiation Therapy Management Services, LLC (4741); OnCure Holdings, Inc. (1697); OnCure Medical Corp. (1053); Palms West Radiation Therapy LLC (4934); Phoenix Management Company, LLC (8644); Radiation Therapy School For Radiation Therapy Technology, Inc. (7840); Radiation Therapy Services International, Inc. (7575); RVCC, LLC (3578); Sampson Accelerator, LLC (2724); Sampson Simulator, LLC (2250); SFRO Holdings, LLC (6927); South Florida Medicine, LLC (6002); South Florida Radiation Oncology, LLC (7256); Treasure Coast Medicine, LLC (0975); U.S. Cancer Care, Inc. (3730); USCC Florida Acquisition, LLC (0485); West Virginia Radiation Therapy Services, Inc. (0691). The location of 21st Century Oncology Holdings, Inc.'s corporate headquarters and the Debtors' service address is: 2270 Colonial Boulevard, Fort Myers, Florida 33907.

Radiation Oncology, LLC; California Radiation Therapy Management Services, Inc.; Carepoint Health Solutions, LLC; Carolina Radiation and Cancer Treatment Center, LLC; Carolina Regional Cancer Center, LLC; Derm-Rad Investment Company, LLC; Devoto Construction of Southwest Florida, Inc.; Financial Services of Southwest Florida, LLC; Fountain Valley & Anaheim Radiation Oncology Centers, Inc.; Gettysburg Radiation, LLC; Goldsboro Radiation Therapy Services, LLC; Jacksonville Radiation Therapy Services, LLC; Maryland Radiation Therapy Management Services, LLC; MD International Investments, LLC; Medical Developers, LLC; Michigan Radiation Therapy Management Services, Inc.; Nevada Radiation Therapy Management Services, Inc.; New England Radiation Therapy Management Services, Inc.; New York Radiation Therapy Management Services, LLC; North Carolina Radiation Therapy Management Services, LLC; OnCure Holdings, Inc.; OnCure Medical Corp.; Palms West Radiation Therapy LLC; Phoenix Management Company, LLC; Radiation Therapy School for Radiation Technology, Inc.; Radiation Therapy Services International, Inc.; RVCC, LLC; Sampson Accelerator, LLC; Sampson Simulator, LLC; SFRO Holding, LLC; South Florida Medicine, LLC; South Florida Radiation Oncology, LLC; Treasure Coast Medicine, LLC; U.S. Cancer Care, Inc.; USCC Florida Acquisition LLC; West Virginia Radiation Therapy Services, Inc.; and 21st Century Oncology of Washington, LLC. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 17-22770 (RDD).

4. The Debtors also seek authority to file their monthly operating reports required by

the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the Office of the United States Trustee for Region 2 (the “*U.S. Trustee*”), by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (e.g., receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

Jurisdiction and Venue

5. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated December 1, 2016. The Debtors confirm their consent,

pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “***Bankruptcy Rules***”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

6. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The statutory bases for the relief requested herein are section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “***Local Bankruptcy Rules***”).

Basis for Relief

8. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The sixty debtors in these chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and the Bankruptcy Rules authorize the Court to grant the relief requested herein.

9. Moreover, section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by permitting the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a).

10. Joint administration of these chapter 11 cases will ease the administrative burden for the Court without harming the substantive rights of any party in interest. As set forth in the First Day Declaration, the Debtors’ operations are largely integrated. Various Debtors play a role in other Debtors’ capital structures, *e.g.*, as guarantors and numerous parties have interests in

the cases of multiple Debtors. Further, many of the motions, hearings, and orders in these chapter 11 cases will affect each and every Debtor entity.

11. Moreover, joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings, objections, and hearings, and will also allow the U.S. Trustee and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency. Additionally, joint administration will not adversely affect the Debtors' respective constituencies because the motion requests only administrative, not substantive, consolidation of the Debtors' estates.

12. Parties in interest will not be harmed by the relief requested. Instead, parties in interest will benefit from the cost savings associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

13. Joint administration of interrelated chapter 11 cases is routinely approved by courts in this jurisdiction under similar circumstances and generally is non-controversial. *See, e.g., In re Avaya, Inc.*, Case No. 17-10089 (SMB) (Bankr. S.D.N.Y. Jan. 20, 2017) (approving joint administration of cases at first day hearing); *In re SunEdison, Inc.*, Case No. 16-10992 (SMB) (Bankr. S.D.N.Y. April 25, 2016) (same); *In re Breitburn Energy Partners LP*, Case No. 16-11390 (SMB) (Bankr. S.D.N.Y. May 16, 2016) (same); *In re Aeropostale, Inc.*, Case No. 16-11275 (SHL) (Bankr. S.D.N.Y. May 4, 2016) (same); *In re Fairway Group Holdings Corp.*, Case No. 16-11241 (MEW) (Bankr. S.D.N.Y. May 3, 2016) (same).³

³ Because of the voluminous nature of the orders cited herein, these orders are not attached to the motion. Copies of these orders are available upon request from the Debtors' proposed counsel.

Motion Practice

14. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this motion. Accordingly, the Debtors submit that this motion satisfies Local Bankruptcy Rule 9013-1(a).

Notice

15. The Debtors have provided notice of this motion to: (a) the United States Trustee for Region 2; (b) the entities listed on the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) counsel to the agent under the Debtors' postpetition financing facility; (d) counsel to the ad hoc committee of lenders under the Debtors' prepetition secured credit facility; (e) counsel to the administrative agents under the Debtors' prepetition secured credit facilities; (f) counsel to the ad hoc committee of crossover lenders and noteholders and certain DIP lenders; (g) the indenture trustee for the Debtors' 11% senior notes due 2023; (h) the holders of the Debtors' SFRO PIK Notes; (i) the United States Attorney for the Southern District of New York; (j) the United States Securities and Exchange Commission; (k) the state attorneys general for states in which the Debtors conduct business; (l) the Internal Revenue Service; and (m) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

16. No prior request for the relief sought in the motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request entry of the Order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein, and (b) granting such other relief as is just and proper.

New York, New York
Dated: May 25, 2017

/s/ Christopher Marcus

Christopher Marcus, P.C.

John T. Weber

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

- and -

James H.M. Sprayregen, P.C.

William A. Guerrieri (*pro hac vice* pending)

Alexandra Schwarzman (*pro hac vice* pending)

KIRKLAND & ELLIS LLP

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300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

*Proposed Counsel to the Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)) Chapter 11
))
21st CENTURY ONCOLOGY HOLDINGS, INC.,)) Case No. 17-22770 (RDD)
))
Debtor.))
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Tax I.D. No. 26-1747745))
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In re:)) Chapter 11
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21st CENTURY ONCOLOGY, INC.,)) Case No. 17-[____] (____)
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Debtor.))
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Tax I.D. No. 65-0768951))
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In re:)) Chapter 11
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21C EAST FLORIDA, LLC,)) Case No. 17-[____] (____)
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Debtor.))
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Tax I.D. No. 46-4710905))
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In re:) Chapter 11
21st CENTURY OF FLORIDA ACQUISITION,) Case No. 17-[____] (____)
LLC,)
Debtor.)
Tax I.D. No. 46-4697449)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[____] (____)
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 20-8087211)

In re:) Chapter 11
21st CENTURY ONCOLOGY OF ALABAMA, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 55-0853649)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[____] (____)
OF HARFORD COUNTY, MARYLAND, LLC,)
Debtor.)
Tax I.D. No. 20-4916540)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[_____] (_____
OF JACKSONVILLE, LLC,)
Debtor.)
Tax I.D. No. 20-8754308)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[_____] (_____
OF KENTUCKY, LLC,)
Debtor.)
Tax I.D. No. 56-2383667)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[_____] (_____
OF NEW JERSEY, INC.,)
Debtor.)
Tax I.D. No. 20-1049875)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[_____] (_____
OF PENNSYLVANIA, INC.,)
Debtor.)
Tax I.D. No. 20-5400463)

In re:) Chapter 11
21st CENTURY ONCOLOGY OF PRINCE) Case No. 17-[_____] (____)
GEORGES COUNTY, MARYLAND, LLC,)
Debtor.)
Tax I.D. No. 20-8142750)

In re:) Chapter 11
21st CENTURY ONCOLOGY) Case No. 17-[_____] (____)
OF SOUTH CAROLINA, LLC,)
Debtor.)
Tax I.D. No. 20-8971654)

In re:) Chapter 11
21st CENTURY ONCOLOGY SERVICES, LLC,) Case No. 17-[_____] (____)
Debtor.)
Tax I.D. No. 45-3456866)

In re:) Chapter 11
21st CENTURY ONCOLOGY, LLC,) Case No. 17-[_____] (____)
Debtor.)
Tax I.D. No. 59-2485899)

In re:) Chapter 11
AHLC, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 45-4859353)

In re:) Chapter 11
AMERICAN CONSOLIDATED) Case No. 17-[____] (____)
TECHNOLOGIES, LLC,)
Debtor.)
Tax I.D. No. 38-2924024)

In re:) Chapter 11
ARIZONA RADIATION THERAPY) Case No. 17-[____] (____)
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 20-2743876)

In re:) Chapter 11
ASHEVILLE CC, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 45-4859175)

In re:) Chapter 11
ASSOCIATES IN RADIATION ONCOLOGY) Case No. 17-[_____] (_____
SERVICES, LLC,)
Debtor.)
Tax I.D. No. 20-2040866)

In re:) Chapter 11
ATLANTIC UROLOGY CLINICS, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 51-0570029)

In re:) Chapter 11
AURORA TECHNOLOGY DEVELOPMENT, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 27-4405383)

In re:) Chapter 11
BERLIN RADIATION THERAPY) Case No. 17-[_____] (_____
TREATMENT CENTER, LLC,)
Debtor.)
Tax I.D. No. 20-1993712)

In re:) Chapter 11
BOYNTON BEACH RADIATION) Case No. 17-[____] (____)
ONCOLOGY, LLC,)
Debtor.)
Tax I.D. No. 20-1993712)

In re:) Chapter 11
CALIFORNIA RADIATION THERAPY) Case No. 17-[____] (____)
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 56-2377222)

In re:) Chapter 11
CAREPOINT HEALTH SOLUTIONS, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 46-4187130)

In re:) Chapter 11
CAROLINA RADIATION AND CANCER) Case No. 17-[____] (____)
TREATMENT CENTER, LLC,)
Debtor.)
Tax I.D. No. 56-1805493)

In re:) Chapter 11
CAROLINA REGIONAL CANCER CENTER, LLC,) Case No. 17-[_____] (____)
Debtor.)
Tax I.D. No. 57-0956164)

In re:) Chapter 11
DERM-RAD INVESTMENT COMPANY, LLC,) Case No. 17-[_____] (____)
Debtor.)
Tax I.D. No. 26-3494111)

In re:) Chapter 11
DEVOTO CONSTRUCTION) Case No. 17-[_____] (____)
OF SOUTHWEST FLORIDA, INC.,)
Debtor.)
Tax I.D. No. 20-1343949)

In re:) Chapter 11
FINANCIAL SERVICES) Case No. 17-[_____] (____)
OF SOUTHWEST FLORIDA, LLC,)
Debtor.)
Tax I.D. No. 65-0633717)

In re:) Chapter 11
FOUNTAIN VALLEY & ANAHEIM) Case No. 17-[____] (____)
RADIATION ONCOLOGY CENTERS, INC.,)
Debtor.)
Tax I.D. No. 33-0303999)

In re:) Chapter 11
GETTYSBURG RADIATION, LLC,) Case No. 17-[____] (____)
Debtor.)
Tax I.D. No. 20-2648771)

In re:) Chapter 11
GOLDSBORO RADIATION) Case No. 17-[____] (____)
THERAPY SERVICES, LLC,)
Debtor.)
Tax I.D. No. 56-1902589)

In re:) Chapter 11
JACKSONVILLE RADIATION) Case No. 17-[____] (____)
THERAPY SERVICES, LLC,)
Debtor.)
Tax I.D. No. 26-2326266)

In re:) Chapter 11
MARYLAND RADIATION THERAPY) Case No. 17-[_____] (_____
MANAGEMENT SERVICES, LLC,)
Debtor.)
Tax I.D. No. 52-2110079)

In re:) Chapter 11
MD INTERNATIONAL INVESTMENTS, LLC) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 46-1823303)

In re:) Chapter 11
MEDICAL DEVELOPERS, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 20-5891261)

In re:) Chapter 11
MICHIGAN RADIATION THERAPY) Case No. 17-[_____] (_____
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 20-5623965)

In re:) Chapter 11
NEVADA RADIATION THERAPY) Case No. 17-[_____] (_____
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 86-0874204)

In re:) Chapter 11
NEW ENGLAND RADIATION THERAPY) Case No. 17-[_____] (_____
MANAGEMENT SERVICES, INC.,)
Debtor.)
Tax I.D. No. 20-2726448)

In re:) Chapter 11
NEW YORK RADIATION THERAPY) Case No. 17-[_____] (_____
MANAGEMENT SERVICES, LLC,)
Debtor.)
Tax I.D. No. 65-0768868)

In re:) Chapter 11
NORTH CAROLINA RADIATION THERAPY) Case No. 17-[_____] (_____
MANAGEMENT SERVICES, LLC,)
Debtor.)
Tax I.D. No. 56-2274741)

In re:	)	) Chapter 11
))
ONCURE HOLDINGS, INC.,	)	) Case No. 17-[_____] (____)
))
Debtor.))
))
Tax I.D. No. 20-5211697))
))
))
In re:	)	) Chapter 11
))
ONCURE MEDICAL CORP.,	)	) Case No. 17-[_____] (____)
))
Debtor.))
))
Tax I.D. No. 59-3191053))
))
))
In re:	)	) Chapter 11
))
PALMS WEST RADIATION THERAPY LLC,	)	) Case No. 17-[_____] (____)
))
Debtor.))
))
Tax I.D. No. 65-1084934))
))
))
In re:	)	) Chapter 11
))
PHOENIX MANAGEMENT COMPANY, LLC,	)	) Case No. 17-[_____] (____)
))
Debtor.))
))
Tax I.D. No. 38-3488644))
))

In re:) Chapter 11
RADIATION THERAPY SCHOOL FOR) Case No. 17-[_____] (_____
RADIATION THERAPY TECHNOLOGY, INC.,)
Debtor.)
Tax I.D. No. 65-0377840)

In re:) Chapter 11
RADIATION THERAPY SERVICES) Case No. 17-[_____] (_____
INTERNATIONAL, INC.,)
Debtor.)
Tax I.D. No. 26-0257575)

In re:) Chapter 11
RVCC, LLC) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 46-4043578)

In re:) Chapter 11
SAMPSON ACCELERATOR, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 45-5272724)

)

In re:) Chapter 11
SAMPSON SIMULATOR, LLC,) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 45-5272250)

In re:) Chapter 11
SFRO HOLDING, LLC) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 80-0916927)

In re:) Chapter 11
SOUTH FLORIDA MEDICINE, LLC) Case No. 17-[_____] (_____
Debtor.)
Tax I.D. No. 27-0186002)

In re:) Chapter 11
SOUTH FLORIDA RADIATION) Case No. 17-[_____] (_____
ONCOLOGY, LLC)
Debtor.)
Tax I.D. No. 20-1997256)

In re:	)	) Chapter 11
TREASURE COAST MEDICINE, LLC	)	) Case No. 17-[_____] (____)
Debtor.))
Tax I.D. No. 27-2570975))
))
In re:	)	) Chapter 11
U.S. CANCER CARE, INC.,	)	) Case No. 17-[_____] (____)
Debtor.))
Tax I.D. No. 65-0793730))
))
In re:	)	) Chapter 11
USCC FLORIDA ACQUISITION LLC,	)	) Case No. 17-[_____] (____)
Debtor.))
Tax I.D. No. 94-3310485))
))
In re:	)	) Chapter 11
WEST VIRGINIA RADIATION	)	) Case No. 17-[_____] (____)
THERAPY SERVICES, INC.,))
Debtor.))
Tax I.D. No. 26-1810691))
))

In re:	)	) Chapter 11
))
21ST CENTURY ONCOLOGY OF	)	) Case No. 17-[_____] (____)
WASHINGTON, LLC))
))
Debtor.))
))
Tax I.D. No. 47-1013274))
))

ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

Upon the motion (the “**Motion**”)¹ of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated December 1, 2016; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors provided adequate notice of the Motion and the opportunity for a hearing under the circumstances; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the

¹ Capitalized terms used but not otherwise defined herein have the meanings set forth in the Motion.

proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 17-22770 (RDD).
3. The caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
)	
21st CENTURY ONCOLOGY HOLDINGS, INC., <i>et al.</i> , ¹	)	Case No. 17-22770 (RDD)
)	
Debtors.	)	(Jointly Administered)
)	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 21C East Florida, LLC (0905); 21st Century of Florida Acquisition, LLC (7449); 21st Century Oncology Holdings, Inc. (7745); 21st Century Oncology Management Services, Inc. (7211); 21st Century Oncology of Alabama, LLC (3649); 21st Century Oncology of Harford County, Maryland, LLC (6540); 21st Century Oncology of Jacksonville, LLC (4308); 21st Century Oncology of Kentucky, LLC (3667); 21st Century Oncology of New Jersey, Inc. (9875); 21st Century Oncology of Pennsylvania, Inc. (0463); 21st Century Oncology of Prince Georges County, Maryland, LLC (2750); 21st Century Oncology of South Carolina, LLC (1654); 21st Century Oncology of Washington, LLC (3274); 21st Century Oncology Services, LLC (6866); 21st Century Oncology, Inc. (8951); 21st Century Oncology, LLC (5899); AHLC, LLC (9353); American Consolidated Technologies, LLC (4024); Arizona Radiation Therapy Management Services, Inc. (3876); Asheville CC, LLC (9175); Associates in Radiation Oncology Services, LLC (0866); Atlantic Urology Clinics, LLC (0029); Aurora Technology Development, LLC (5383); Berlin Radiation Therapy Treatment Center, LLC (3712); Boynton Beach Radiation Oncology, LLC (0780); California Radiation Therapy Management Services, Inc. (7222); Carepoint Health Solutions, LLC (7130); Carolina Radiation and Cancer Treatment Center, LLC (5493); Carolina Regional Cancer Center, LLC (6164); Derm-Rad Investment Company, LLC (4111); Devoto Construction of Southwest Florida, Inc. (3949); Financial Services Of Southwest Florida, LLC (3717); Fountain Valley & Anaheim Radiation Oncology Centers, Inc. (3999); Gettysburg Radiation, LLC (8771); Goldsboro Radiation Therapy Services, LLC (2589); Jacksonville Radiation Therapy Services, LLC (6266); Maryland Radiation Therapy Management Services, LLC (0079); MD International Investments, LLC (3303); Medical Developers, LLC (1261); Michigan Radiation Therapy Management Services, Inc. (3965); Nevada Radiation Therapy Management Services, Incorporated (4204); New England Radiation Therapy Management Services, Inc. (6448); New York Radiation Therapy Management Services, LLC (8868); North Carolina Radiation Therapy Management Services, LLC (4741); OnCure Holdings, Inc. (1697); OnCure Medical Corp. (1053); Palms West Radiation Therapy LLC (4934); Phoenix Management Company, LLC (8644); Radiation Therapy School For Radiation Therapy Technology, Inc. (7840); Radiation Therapy Services International, Inc. (7575); RVCC, LLC (3578); Sampson Accelerator, LLC (2724); Sampson Simulator, LLC (2250); SFRO Holdings, LLC (6927); South Florida Medicine, LLC (6002); South Florida Radiation Oncology, LLC (7256); Treasure Coast Medicine, LLC (0975); U.S. Cancer Care, Inc. (3730); USCC Florida Acquisition, LLC (0485); West Virginia Radiation Therapy Services, Inc. (0691). The location of 21st Century Oncology Holdings, Inc.'s corporate headquarters and the Debtors' service address is: 2270 Colonial Boulevard, Fort Myers, Florida 33907.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than 21st Century Oncology Holdings, Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing joint administration of the chapter 11 cases of: 21st Century Oncology Holdings, Inc.; 21st Century Oncology, Inc.; 21C East Florida, LLC; 21st Century of Florida Acquisition, LLC; 21st Century Oncology Management Services, Inc.; 21st Century Oncology of Alabama, LLC; 21st Century Oncology of Harford County, Maryland, LLC; 21st Century Oncology of Jacksonville, LLC; 21st Century Oncology of Kentucky, LLC; 21st Century Oncology of New Jersey, Inc.; 21st Century Oncology of Pennsylvania, Inc.; 21st Century Oncology of Prince Georges County, Maryland, LLC; 21st Century Oncology of South Carolina, LLC; 21st Century Oncology Services, LLC; 21st Century Oncology, LLC; AHLC, LLC; American Consolidated Technologies, LLC; Arizona Radiation Therapy Management Services, Inc.; Asheville CC, LLC; Associates in Radiation Oncology Services, LLC; Atlantic Urology Clinics, LLC; Aurora Technology Development, LLC; Berlin Radiation Therapy Treatment Center, LLC; Boynton Beach Radiation Oncology, LLC; California Radiation Therapy Management Services, Inc.; Carepoint Health Solutions, LLC; Carolina Radiation and Cancer Treatment Center, LLC; Carolina Regional Cancer Center, LLC; Derm-Rad Investment Company, LLC; Devoto Construction of Southwest Florida, Inc.; Financial Services of Southwest Florida, LLC; Fountain Valley & Anaheim Radiation Oncology Centers, Inc.; Gettysburg Radiation, LLC; Goldsboro Radiation Therapy Services, LLC; Jacksonville Radiation Therapy Services, LLC; Maryland Radiation Therapy Management Services, LLC; MD International Investments, LLC; Medical Developers, LLC; Michigan Radiation Therapy Management Services, Inc.; Nevada Radiation Therapy Management Services, Inc.; New England Radiation Therapy Management Services, Inc.; New York Radiation Therapy Management Services, LLC; North Carolina Radiation Therapy Management Services, LLC; OnCure Holdings, Inc.; OnCure Medical Corp.; Palms West Radiation Therapy LLC; Phoenix Management Company, LLC; Radiation Therapy School for

Radiation Technology, Inc.; Radiation Therapy Services International, Inc.; RVCC, LLC; Sampson Accelerator, LLC; Sampson Simulator, LLC; SFRO Holding, LLC; South Florida Medicine, LLC; South Florida Radiation Oncology, LLC; Treasure Coast Medicine, LLC; U.S. Cancer Care, Inc.; USCC Florida Acquisition LLC; West Virginia Radiation Therapy Services, Inc.; and 21st Century Oncology of Washington, LLC. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 17-22770 (RDD).

6. One consolidated docket, one file, and one consolidated service list shall be maintained by the Debtors and kept by the Clerk of the Court with the assistance of the notice and claims agent retained by the Debtors in these chapter 11 cases.

7. The Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the U.S. Trustee, by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (e.g., receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

9. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of the local rules of this Court are satisfied by such notice.

10. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

New York, New York
Dated: _____, 2017

UNITED STATES BANKRUPTCY JUDGE